

EXHIBIT B
Proposed Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

In re:

BERNARD L. MADOFF,

Debtor.

Adv. Pro. No. 08-01789 (BRL)

SIPA Liquidation

(Substantively Consolidated)

**ORDER GRANTING TRUSTEE'S MOTION TO RETAIN
YOUNG CONAWAY STARGATT & TAYLOR, LLP AS SPECIAL COUNSEL
NUNC PRO TUNC AS OF NOVEMBER 29, 2010**

Upon the motion (the "Motion") of Irving H. Picard (the "Trustee"), as trustee for the liquidation of the business of Bernard L. Madoff Investment Securities LLC, for authority to retain Young Conaway Stargatt & Taylor LLP ("Young Conaway") as special counsel, *nunc pro tunc* as of November 29, 2010, and due and proper notice having been given under the circumstances of this case, and the Securities Investor Protection Corporation having specified Young Conaway as special counsel, and after due deliberation,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The Court finds that Young Conaway is hereby deemed disinterested under 15 U.S.C. § 78eee(b)(6)(B).
3. The Trustee is authorized to retain Young Conaway as special counsel to the

Trustee as provided in the Motion, *nunc pro tunc*, as of November 29, 2010.

Dated: New York, NY
_____, 2010

HONORABLE BURTON R. LIFLAND
UNITED STATES BANKRUPTCY JUDGE

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